

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
: (Jointly Administered)
Debtors. :
: :
-----X

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Pandora Select Partners, LP

Name of Transferee

Paul Edward Hives; Estate of Sharon Denise
Hives; Stephanie Danielle Hives
Name of Transferor

Name and Address where notices to transferee
should be sent:

c/o Whitebox Advisors, LLC
3033 Excelsior Blvd, Suite 300
Minneapolis, MN 55416-4675
Attn: Dale Willenbring
E-mail: dwillenbring@whiteboxadvisors.com
Phone: 612-253-6068
Last Four Digits of Acct #: N/A

Court Claim # (if known): 363

Amount of Claim Transferred: \$800,000.00

Date Claim Filed: June 15, 2009

****PLEASE SEE ATTACHED DOCUMENTS****

Name and Address where transferee payments
should be sent (if different from above): N/A

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 

Pandora Select Partners, LP

By: Pandora Select Advisors, LLC its General Partner

By: Whitebox Advisors, LLC its Managing Member

Date: December 10, 2010

B 10 (Official Form 10) (12/08)

UNITED STATES BANKRUPTCY COURT Southern District of New York		PROOF OF CLAIM
Name of Debtor General Motors Corporation		Case Number 09-50026 (REG)
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property) Paul Edward Hives, Estate of Sharon Denise Hives, deceased, Stephanie Danielle Hives		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim Court Claim Number _____ (if known) Filed on _____
Name and address where notices should be sent R Graham Esdale Beasley, Allen, Crow, Methvin, Portis & Miles, PC P O Box 4160, Montgomery, Alabama 36103-4160		
Telephone number (334) 269-2343		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
Name and address where payment should be sent (if different from above) Telephone number _____		
1. Amount of Claim as of Date Case Filed. \$ <u>7,000,000.00</u> If all or part of your claim is secured, complete item 4 below, however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a) If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim _____ <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507(a)(5) <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507(a) () _____ Amount entitled to priority: \$ _____ <small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
2. Basis for Claim. <u>personal injury/wrongful death</u> (See instruction #2 on reverse side)		
3. Last four digits of any number by which creditor identifies debtor. <u>9506</u> 3a. Debtor may have scheduled account as _____ (See instruction #3a on reverse side)		
4. Secured Claim (See instruction #4 on reverse side) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe _____ Value of Property \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, If any \$ _____ Basis for perfection _____ Amount of Secured Claim \$ _____ Amount Unsecured \$ _____		
6. Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		FOR COURT USE ONLY: JUN 15 2009 [Signature]
7. Documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary (See instruction 7 and definition of redacted on reverse side).		
DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain _____		
Date 06/10/2009	Signature The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. <u>R Graham Esdale</u> R Graham Esdale	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. §§ 152 and 3571

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EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **Paul Edward Hives, individually and as Personal Representative and Administrator of the Estate of Sharon Denise Hives, and Stephanie Danielle Hives** (collectively, "Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to the **Pandora Select Partners, LP** (the "Assignee"), all right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against **Motors Liquidating Company** (the "Debtor"), one of the debtors-in-possession in the chapter 11 reorganization case entitled, *In re: Motors Liquidation Company, et al., Chapter 11 Case No. 09-50026 (REG) (Jointly Administered)*, pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in the amount of \$800,000.00 (the "Claim"), relating to proof of claim No. 363.

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim and recognizing the Assignee as the sole owners and holders of the Claim. Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

(signatures follow on next page)

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IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 10th day of December, 2010

ASSIGNOR

PAUL EDWARD HIVES

By: [Signature]
Name:
Title:

ASSIGNEE

PANDORA SELECT PARTNERS, LP

By: Pandora Select Advisors, LLC its General Partner
By: Whitebox Advisors, LLC its Managing Member

By: [Signature]
Name: Mark Stroffing
Title: CLO

STATE OF Alaska)
) ss.:
COUNTY OF public)

On the 10th day of December, 2010 before me, a Notary Public in and for said State,
personally appeared PAUL EDWARD HIVES known to me to be the person who executed the
within instrument, and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my office seal the day
and year in this certificate first above written.

[Signature]
Notary Public


My Commission expires 9/26/11

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ASSIGNOR

ESTATE OF SHARON DENISE HIVES

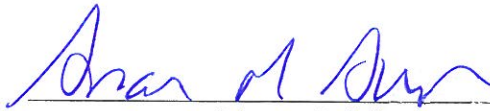
By: Paul Edward Hives, as Personal
Representative and Administrator of the
Estate of Sharon Denise Hives

By: 
Name:
Title:

STATE OF Alabama)
) ss.:
COUNTY OF Mobile)

On the 10th day of December, 2010 before me, a Notary Public in and for said State,
personally appeared PAUL EDWARD HIVES known to me to be the person who executed the
within instrument, and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my office seal the day
and year in this certificate first above written.


Notary Public

My Commission expires 9/26/11

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ASSIGNOR


STEPHANIE DANIELLE HIVES

By: Stephen J. Lee
Name: _____
Title: _____

STATE OF Alabama)
) SS.:
COUNTY OF Mobile)

On the 10th day of December, 2010 before me, a Notary Public in and for said State, personally appeared STEPHANIE DANIELLE HIVES known to me to be the person who executed the within instrument, and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my office seal the day and year in this certificate first above written.


Notary Public

My Commission expires 9/26/11